that the use of Affiliated Banks promotes investment flexibility by expanding the range of entities available for execution of securities transactions.

11. Section 17(b) of the Act provides that the SEC may exempt a transaction from the prohibitions of section 17(a) if evidence establishes that the terms of the proposed transaction, including the consideration to be paid, are reasonable and fair and do not involve overreaching on the part of any person concerned, and that the proposed transaction is consistent with the policy of the registered investment company concerned and with the general purposes of the Act.

12. Section 6(c) of the Act provides that the SEC may conditionally or unconditionally exempt any person, security, or transaction, or any class or classes of persons, securities, or transactions, from any provisions of the Act, if and to the extent such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.[3]

13. Applicants submit that the terms and conditions set forth herein are reasonable and fair and do not involve overreaching on the part of any person, that they are consistent with the policy of each of the Funds, that they are consistent with the general purposes of the Act, and that the requested exemption is appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

Applicants' Conditions

Applicants agree that any order will be subject to the following conditions:

1. The funds will engage in transactions with Affiliated Banks only in Qualified Securities.

2. No Fund will engage in a transaction in Qualified Securities with an Affiliated Bank that is an investment adviser or sponsor to that Fund or an Affiliated Bank controlling, controlled by, or under common control with such investment adviser or sponsor. No Fund will purchase obligations of any Affiliated Bank (other than repurchase agreements) if, as a result, more than 5% of that Fund's total assets would be invested in obligations of that Affiliated Bank. No Fund will engage in transactions in Qualified Securities with an Affiliated Bank that exercises a controlling influence over that Fund (and ''controlling influence'' shall be deemed to include, but is not limited to, directly or indirectly, owning, controlling, or holding more than 25% of the outstanding voting securities of the Fund).

3. The Funds: (a) Will maintain and preserve permanently in an easily accessible place a written copy of the procedures (and any modifications thereto) described in paragraphs (1) and (2) of this section; and (b) will maintain and preserve for a period of not less than six years from the end of the fiscal year in which transactions in Qualified Securities occurred, the first two years in an easily accessible place, a written record of each such transaction setting forth a description of the security purchased or sold, the identity of the person on the other side of the transaction, the terms of the purchase or sale transaction, and the information or material upon which the determinations described below were made.

4. The Qualified Security to be purchased or sold by a Fund will be consistent with the investment objectives and policies of that Fund as recited in the Fund's registration statement, and will be consistent with the interests of that Fund and its shareholders. Further, the security to be purchased or sold by that Fund will be comparable in terms of quality, yield, and maturity to other similar securities that are appropriate for that Fund and that are being purchased or sold during a comparable period of time.

5. The terms of the transaction will be reasonable and fair to the shareholders of that Fund and will not involve overreaching on the part of any person concerned. In considering whether the price to be paid or received for the security is reasonable and fair, the price of the security will be analyzed with respect to comparable transactions involving similar securities being purchased or sold during a comparable period of time. In making this analysis, the Governing Board may rely on a matrix pricing system which it believes properly assists it in determining the value of securities pursuant to section 2(a)(41) of the Act.

6. The commission, fee, spread, or other remuneration to be received by the Affiliated Bank as dealer will be reasonable and fair compared to the commission, fee, spread or other remuneration received by other brokers or dealers in connection with comparable transactions involving similar securities being purchased or sold during a comparable period of time, but in no event will such fee, commission, spread or other remuneration exceed that which is stated in section 17(e)(2) of the Act.

7. The Governing Board of each of the Funds: (a) Will adopt procedures, pursuant to which transactions in Qualified Securities may be effected for the Funds, which are reasonably designed to provide that the conditions in the foregoing paragraphs and the requirements of Investment Company Act Release No. 13005 (Feb. 2, 1983) have been complied with; (b) will make and approve such changes as the Governing Board deems necessary; and (c) will determine no less frequently than quarterly that transactions in Qualified Securities made during the preceding quarter were effected in compliance with those procedures. Those procedures will also be approved by a majority of the disinterested Trustees or Directors of the Funds. The investment adviser of each Fund will implement those procedures and make decisions necessary to meet these conditions, subject to the direction and control of the Governing Board of each Fund.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95–22851 Filed 9–13–95; 8:45 am]

BILLING CODE 8010–01–M

[Release No. IC–21340; 812–8950]

Goldman Sachs Money Market Trust, et al.; Notice of Application

September 7, 1995.

AGENCY: Securities and Exchange Commission (''SEC'').

ACTION: Notice of application for an order of exemption under the Investment Company Act of 1940 (''1940 Act'').

APPLICANTS: Goldman Sachs Money Market Trust (formerly Goldman Sachs-Institutional Liquid Assets), Trust For Credit Unions, Goldman Sachs Equity Portfolios, Inc., Goldman Sachs Trust, Financial Square Trust and Paragon Portfolio (collectively, the ''Funds'') and Goldman Sachs Funds Management, L.P., Goldman Sachs Asset Management International and Goldman, Sachs & Co. (collectively, ''Goldman Sachs''),[1] on

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compensation in connection with the sale of securities to or from the investment company under certain circumstances.

[3] Applicants seek relief under section 6(c) as well as section 17(b) because section 17(b) could be interpreted as giving the SEC power to exempt only a single transaction from section 17(a), as opposed to a class of transactions. See Keystone Custodian Funds, Inc., 21 S.E.C. 295 (1945).

[1] The term ''Goldman Sachs'' refers to all entities controlling, controlled by or under common control with Goldman Sachs & Co. and which serve as

Continued

behalf of themselves and any other investment company for which Goldman Sachs may act as investment adviser (which term includes a sub-adviser), administrator and/or distributor in the future.[2]

RELEVANT 1940 ACT SECTIONS: Exemption requested under sections 6(c) and 17(b) from the provisions of sections 17(a)(1) and 17(a)(2) of the 1940 Act.

SUMMARY OF APPLICATIONS: Applicants seek a conditional order to let the Funds engage in purchase and sale transactions limited to certain types of high quality debt securities and repurchase agreements meeting the standards set forth in Condition 1 below (''Qualified Securities'') with banks, bank holding companies and affiliates thereof that are ''affiliated persons'' of the Funds due solely to their owning, holding, or controlling a five percent or greater share interest in a Fund and/or acting as investment adviser to a Fund, except that no Fund will engage in such transactions with a bank, bank holding company, or an affiliate thereof that controls, advises or sponsors that Fund.

FILING DATES: The application was filed on April 22, 1994 and amended and restated on December 20, 1994, and May 25 and September 5, 1995.

HEARING OR NOTIFICATION OF HEARING: An order granting the application will be issued unless the SEC orders a hearing. Interested persons may request a hearing by writing to the SEC's Secretary and serving Applicants with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on October 2, 1995, and should be accompanied by proof of service on the Applicants, in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street NW., Washington, D.C. 20549. Applicants, 85 Broad Street, New York, NY 10004.

FOR FURTHER INFORMATION CONTACT: H.R. Hallock, Jr., Special Counsel, at (202) 942–0564, or C. David Messman, Branch Chief, at (202) 942–0564 (Office of Investment Company Regulation, Division of Investment Management).

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application may be obtained for a fee at the SEC's Public Reference Branch.

Applicants' Representations

1. Each of the Funds currently is organized as a business trust under Massachusetts law or as a corporation under Maryland law. Each of the Funds also has a currently effective registration statement under the 1940 Act and the Securities Act of 1933. Goldman Sachs serves as investment adviser, distributor and/or administrator to each Fund.

2. Several Funds are designed for institutional investors, particularly banks seeking investment of funds (frequently short-term monies) on behalf of accounts for which the banks act in an agency, trustee or other fiduciary capacity. Banks acting in such capacities normally purchase shares of the Funds through an omnibus or ''master'' account, and register such shares in the name of the bank or its nominee. In some cases, a bank may purchase Fund shares for its own account. Most of the institutionally oriented Funds are money market funds and short-term bond funds; as such the amount of a bank's holdings of shares therein can fluctuate significantly, even on a daily basis. From time to time, the number of shares of a Fund held by a bank may exceed five percent of a Fund's outstanding voting shares.

3. Applicants seek an exemption from sections 17 (a)(1) and (a)(2) to permit the Funds to engage in transactions in Qualified Securities with ''Affiliated Banks.'' For purposes of the application, the term ''Affiliated Banks'' is defined to mean banks, bank holding companies and affiliated persons thereof that are affiliated persons of any of the Funds solely because they directly or indirectly own, control or hold five percent or more of the outstanding voting securities of any of the Funds, or act as investment adviser to any of the Funds.

Applicants' Legal Analysis

1. Sections 17(a)(1) and 17(a)(2) of the 1940 Act prohibit affiliated persons of the Funds, or affiliated persons of such affiliated persons, acting as principal, knowingly to sell or purchase any securities to or from the Funds. Section 2(a)(3) of the 1940 Act defines an ''affiliated person'' of another person as, among other persons: (A) Any person directly or indirectly owning, controlling, or holding with power to vote, five percent or more of the outstanding voting securities of such other person; (B) any person five percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by such other person; (C) any person directly or indirectly controlling, controlled by or under common control with, such other person; (D) any officer, director, partner, copartner or employee of such other person; and (E) if such other person is an investment company, any investment adviser thereof.

2. By virtue of section 2(a)(3)(A), if a bank owns, controls or holds with power to vote five percent or more of the outstanding voting shares of one of the Funds, that bank could be considered an affiliated person of that Fund. In addition, that bank's holding company and affiliated persons thereof likewise may be deemed to be affiliated persons of an affiliated person of that Fund by virtue of section 2(a)(3)(C). Furthermore, any person who is an affiliated person of a registered investment company also may be deemed to be affiliated with each other registered investment company which has a common investment adviser, or investment advisers which are affiliated persons of each other, or common directors or common officers, or a combination of the foregoing, because such investment companies may be deemed to be under common control. Accordingly, a bank, bank holding company, or affiliated person thereof that is deemed to be an Affiliated Bank in respect of one Fund by virtue of its ownership of such Fund's shares may be deemed to be an affiliated person of an affiliated person of all the Funds. The result of the operation of these provisions is to prohibit all of the Funds from engaging in any principal transaction in securities, including repurchase agreements and U.S. government securities, with a wide range of banks, bank holding companies and affiliates thereof.

3. Section 17(b) of the 1940 Act provides that the SEC may exempt a transaction from the prohibitions of section 17(a) if evidence establishes that the terms of the proposed transaction, including the consideration to be paid, are reasonable and fair and do not involve overreaching on the part of any person concerned, and that the proposed transaction is consistent with the policy of the registered investment company concerned and with the general purposes of the 1940 Act. Section 6(c) of the 1940 Act provides that the SEC may conditionally or unconditionally exempt any person, security, or transaction, or any class or classes of persons, securities, or transactions, from any provisions of the 1940 Act, if and to the extent such exemption is necessary or appropriate

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investment adviser, administrator and/or distributor to one or more existing or future registered investment companies.

[2] The term ''Funds'' includes such future registered investment companies.

in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the 1940 Act.[3]

4. The Funds believe the applicability of sections 17(a)(1) and 17(a)(2) to transactions between the Funds and Affiliated Banks in Qualified Securities unreasonably reduces the range of available investment alternatives. The inability to effect transactions in Qualified Securities with Affiliated Banks deprives the Funds of the ability to purchase and sell portfolio securities that, absent the prohibitions of section 17(a), would be appropriate investments made under circumstances which do not involve a conflict of interest or other potential for abuse. Furthermore, the increasing involvement of banks (or affiliated persons thereof) in the markets for a variety of taxable and tax-exempt securities has increased the need for the Funds to be able to engage in transactions in Qualified Securities with Affiliated Banks.

5. Applicants believe that a bank, bank holding company or affiliated person thereof that is affiliated with a Fund solely because it owns, holds or controls five percent or more of a Fund's outstanding shares and/or acts as investment adviser to a Fund is unlikely to posses the power in fact to improperly influence a Fund with respect to purchases or sales by the Fund of securities from or to an Affiliated Bank. In this regard, as a condition to the relief requested, Applicants agree that no Fund will engage in transactions with an Affiliated Bank that serves as investment adviser (including sub-adviser) or sponsor to such Fund. Moreover, no Fund will engage in transactions in Qualified Securities with any Affiliated Bank which controls such Fund within the meaning of section 2(a)(9) of the 1940 Act. Applicants believe these conditions, in conjunction with the oversight to be provided, as a further condition to the relief requested, by the Boards of Directors/Trustees of the Funds, will preclude the possibility of overreaching by an Affiliated Bank. Applicants also submit that a limitation on the credit quality of the securities that may be purchased from an Affiliated Bank adequately addresses the concerns of section 17.

6. Goldman Sachs represents that there is no express or implied understanding between Goldman Sachs and any bank, bank holding company or affiliated person thereof which is (or may become) an Affiliated Bank of a Fund that Goldman Sachs will cause any of the Funds to enter into purchase or sale transactions in Qualified Securities with such entity. Moreover, Applicants represent that they will give no preference to any Affiliated Bank in effecting purchase of sale transactions between the Funds and an Affiliated Bank which involve Qualified Securities issued by or purchased from or sold to such Affiliated Bank or because the customers of such bank purchase shares of any of the Funds.

7. Applicants propose that the requested exemptive relief extend to include investment companies (and series thereof) for which Goldman Sachs does not act as investment adviser, but for which Goldman Sachs serves as distributor and/or administrator. As administrator, Goldman Sachs performs, assists in the performance of and/or supervises substantially all of various administrative services specified in the application on behalf of such investment company (or series thereof). Such services include, among others, assistance with the design, development and operation of a Fund, and the supervision of a Fund's custodian in the maintenance of the Fund's general ledger and in the preparation of the Fund's financial statements, including oversight of expense accruals and payments and of the determination of the net asset value of the Fund's assets and of the Fund's shares. Goldman Sachs also would develop uniform procedures and reports to allow each Fund's Board of Directors or Trustees to monitor compliance with the requirements of the 1940 Act, including compliance with section 17(a).

Applicants' Condition

If the requested order is granted, Applicants agree to the following conditions:

1. The Funds will engage in transactions with Affiliated Banks only in Qualified Securities. For purposes hereof, the term Qualified Securities is defined to mean:

(a) For obligations which have a remaining maturity of 397 days or less, each such security shall constitute an ''Eligible Security'' within the meaning of rule 2a–7; provided, that, in the case of Unrated Securities (as defined in rule 2a–7(a)(20)), in addition to the requirements of rule 2a–7 applicable to such Unrated Securities, all determinations with respect to the comparability of such securities to treated securities are also reviewed and approved at least quarterly by a majority of the Fund's Trustee/Directors who are not interested persons of the Fund.

(b) For obligations which have a remaining maturity of more than 397 days, each such security (or another long-term security of the same issuer having comparable priority and security to such obligation) shall have been rated by a nationally-recognized statistical rating organization (''NRSRO'') in one of the four highest rating categories for long-term obligations; or, if the security and issuer have not been rated by any NRSRO, are determined by the Fund's investment adviser to be comparable in credit quality to a security carrying along-term rating in one of such four highest rating categories of a NRSRO, and such determination is reviewed and approved at least quarterly by a majority of such Fund's Directors/ Trustees who are not interested persons of the Fund.

(c) Any repurchase agreements will be collateralized fully within the meaning of rule 2a–7.

(d) For obligations subject to unconditional, irrevocable credit enhancement (including, without limitation, a guarantee, letter of credit or put), the Funds may rely upon the NRSRO ratings of the provider of such credit enhancement to determine whether the obligation satisfies the requirements of paragraphs (a) and (b) above. Such obligations shall be treated as rated securities to the extent that the credit enhancement is of comparable priority and security to the rated obligations of the provider of such credit enhancement.

2. No Fund will engage in any transaction in Qualified Securities with an Affiliated Bank that is an investment adviser or sponsor to that Fund or an Affiliated Bank controlling, controlled by, or under common control with such investment adviser or sponsor. No Fund will engage in transactions in Qualified Securities with an Affiliated Bank that exercises a controlling influence over that Fund (and ''controlling influence'' shall be deemed to include, but is not limited to, directly or indirectly, owning, controlling or holding more than 25 percent of the outstanding voting securities of the Fund). No Fund will purchase Qualified Securities of any Affiliated Bank (other than repurchase agreements) if, as a result, more than five percent of that Fund's total assets would be invested in Qualified Securities of that Affiliated Bank.

3. The Funds (a) will maintain and preserve permanently in an easily accessible place a written copy of the procedures (and any modifications thereto) described in Condition 6 below, and (b) will maintain and preserve for

[3] Applicants seek relief under section 6(c) as well as section 17(b) because section 17(b) could be interpreted as giving the SEC power to exempt only a single transaction from section 17(a), as opposed to a class of transactions.

a period of not less than six years from the end of the fiscal year in which any transactions with Affiliated Banks occurred, the first two years in an easily accessible place—a written record of each transaction in Qualified Securities setting forth a description of the security purchased or sold, the identify of the person on the other side of the transaction, the terms of the purchase or sale transaction and the information or materials upon which the determinations described below were made.

4. The Qualified Securities to be purchased or sold by a Fund will be consistent with the investment objectives and policies of that Fund as recited in the Fund's registration statement, and will be consistent with the interests of that Fund and its shareholders.

5. The terms of the transactions must be reasonable and fair to the shareholders of that Fund and cannot involve overreaching of that Fund or its shareholders on the part of any person concerned. In considering whether the price to be paid or received for a Qualified Security is reasonable and fair, the price of the security will be analyzed with respect to comparable transactions involving similar securities being purchased or sold during a comparable period of time. A Qualified Security to be purchased or sold by that Fund must be comparable in terms of quality, yield and maturity to other similar securities that are appropriate for that Fund and that are being purchased or sold during a comparable period of time. In making this analysis, the Board of Trustees/Directors may rely on a matrix pricing system which they believe properly assists them in determining the value of securities pursuant to section 2(a)(41) of the 1940 Act.

6. The Board of Trustees/Directors of each of the Funds (including at least a majority of the disinterested members) will (a) adopt procedures, pursuant to which transactions in Qualified Securities may be effected for the Funds, which are reasonably designated to provide that all the requirements of Conditions 1 through 5 above and the requirements of Investment Company Act Release No. 13005 (Feb. 2, 1983) have been complied with, (b) review no less frequently than annually such procedures for their continuing appropriateness, and (c) determine no less frequently than quarterly that such transactions in Qualified Securities made during the preceding quarter were effected in compliance with such procedures. The investment adviser (or sub-adviser if Goldman Sachs is the sub-adviser) of each Fund will implement these procedures and make decisions necessary to meet these conditions, subject to the direction and control of the Board of Trustees/Directors of each Fund.

For the Commission, by the Division of Investment Management, under delegated authority.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95–22803 Filed 9–13–95; 8:45 am]

BILLING CODE 8010–01–M

Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (Handleman Company, Common Stock $(0.01 Par Value) No. 1–7923

September 8, 1995.

Handleman Company (''Company'') has filed an application with the Securities and Exchange Commission (''Commission''), pursuant to Section 12(d) of the Securities Exchange Act of 1934 (''Act'') and Rule 12d2–2(d) promulgated thereunder, to withdraw the above specified securities (''Securities'') from listing and registration on the Chicago Stock Exchange, Incorporated (''CHX'') and the Pacific Stock Exchange Incorporated (''PSE'').

The reasons alleged in the application for withdrawing the Securities from listing and registration include the following:

According to the Company, the Executive Committee of the Board of Directors of the Company (''Committee''), pursuant to lawfully delegated authority, unanimously approved a resolution on April 26, 1995 to withdraw the Security's listing on the CHX and the PSE and to maintain its listing and registration on the New York Stock Exchange, Inc. (''NYSE''). The decision of the Committee followed a study of the matter, and was based upon the belief that the listings on the CHX and the PSE were no longer beneficial to the Company because: (1) Listing the Security on the CHX, the PSE, and the NYSE was no longer cost effective in light of the low annual trading volume of the Security on the CHX and the PSE; (2) the presence of a substantial national and liquid market for the Security on the NYSE; and (3) the continuing need for the Company to reduce the costs of doing business in the current competitive environment in which the Company operates.

Any interested person may, on or before September 29, 1995 submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, facts bearing upon whether the application has been made in accordance with the rules of the exchanges and what terms, if any, should be imposed by the Commission for the protection of investors. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.

Jonathan G. Katz,

Secretary.

[FR Doc. 95–22845 Filed 9–13–95; 8:45 am]

BILLING CODE 8010–01–M

[Rel. No. IC–21343; No. 812–9594]

Hartford Life Insurance Company, et al.

September 8, 1995.

AGENCY: Securities and Exchange Commission (''SEC'' or ''Commission'').

ACTION: Notice of application for an order under the Investment Company Act of 1940 (''1940 Act'').

APPLICANTS: Hartford Life Insurance Company (''Hartford''), Hartford Life Insurance Company–ICMG Secular Trust Separate Account (''Separate Account''), and Hartford Equity Sales Company, Inc. (''HESCO'').

RELEVANT 1940 ACT SECTIONS: Order requested under Section 6(c) of the 1940 Act granting exemptions from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the 1940 Act.

SUMMARY OF APPLICATION: Applicants seek an order to permit the deduction of a mortality and expense risk charge from the assets of the Separate Account or any other separate account (''Other Accounts'') established by Hartford to support certain group flexible premium deferred annuity contracts and individual certificates thereunder (''Contracts'') as well as other variable annuity contracts that are substantially similar in all material respects to the Contracts (''Future Contracts''). In addition, Applicants propose that the order extend the same exemptions granted to HESCO to any other broker-dealer that may in the future serve as principal underwriter for the Contracts or Future Contracts. Any such broker-dealer will be registered under the Securities Exchange Act of 1934 as a broker-dealer and will be a member of the National Association of Securities Dealers, Inc. (''NASD'').